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American Stock Exchange
86 Trinity Place
New York, NY 10005

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THOMSON
FINANCIAL

September 3, 2004

Mr. Brian Johnson
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549

Dear Mr. Johnson:

This is to certify that on May 12, 2004, the American Stock Exchange, Inc. (the "Exchange") received from InterOil Corporation (the "Registrant"), a copy of the Registrant's application on Form 40-F for the registration of the following securities:

Common Shares

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer
Managing Director
Listing Qualifications Department

cc: Herbert Scholl

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